

ECOSCIENCE INTERNATIONAL BERHAD
202001024633 (1380953-M)
(Incorporated in Malaysia)

Minutes of the Second Annual General Meeting (“2nd AGM”) of the Company held virtually through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online> from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 May 2023 at 10.00 a.m.

Directors Present at the : Dato’ Tan Yee Boon (“Chairman”)
Broadcast Venue Mr Wong Choi Ong
Mr Pan Kum Wan
Mr Law Sang Thiam
Ms Ang Chye Kian
Ms Andrea Huong Jia Mei

Invitees Present at the : Mr Anson Sing Yun Xiang - Head of Finance
Broadcast Venue Mr Thing Jin Suan - Business Development Director

In Attendance Via Remote : Ms Tan Bee Hwee – Company Secretary
Participation (Zoom Meeting)

Invitees Present Via Remote Participation (Zoom Meeting)	:	Mr Phang Siew Loong Mr Leong Siew Yean Ms Pang Jing Yi Ms Renee Fong Ms Nur Syazana Ameira Binti Zolkopli Mr Piong Yew Peng Ms Quak Ei Leen	
			Representatives from Hong Leong Investment Bank Berhad
			- Representative from Crowe Malaysia PLT
			- Representative from Tricor Corporate Services Sdn. Bhd.

The attendance of shareholders/corporate representatives/proxies via RPV is as per the Summary of Attendance List.

1. CHAIRMAN

Chairman welcomed all present and introduced the Board members, Company Secretary and Auditors of the Company to the shareholders.

2. NOTICE OF MEETING

With the consent of the shareholders present, the notice convening the meeting was taken as read.

3. QUORUM

Chairman informed the meeting that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum.

For a virtual general meeting, the quorum would be determined by the number of members who logged in at the commencement of the meeting.

Chairman confirmed that a quorum was present pursuant to Clause 56(2) of the Constitution of the Company and called the meeting to order.

4. ANNOUNCEMENT ON ADMINISTRATIVE MATTERS

Chairman informed the meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The Company was also required to appoint at least one independent scrutineer to validate the votes cast at the meeting. To comply with the requirement, Chairman declared that all resolutions in the Notice of the 2nd AGM would be voted by poll, which would be conducted after the meeting had deliberated on all items on the Agenda.

The poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. (“**TIIH**”) (“**Poll Administrator**”) and the independent scrutineer was Scrutineer Solutions Sdn. Bhd.

Chairman then invited the representative from TIIH, the Poll Administrator, to brief the shareholders on the e-voting procedures.

5. PRESENTATION BY MANAGEMENT

Before proceeding with the agenda of the meeting, Mr Thing Jin Suan, the Business Development Director of the Company presented the financial performance and business operations of the Company for the financial year ended 31 December 2022.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Chairman informed the meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2022, together with the Reports of the Directors and Auditors thereon, which had been circulated to all shareholders of the Company within the requisite period.

Chairman explained that Agenda item 1 was meant for discussion only as the Section 340(1)(a) of the Companies Act 2016 did not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item was not put forward for voting.

Since the question and answer (“**Q&A**”) session would be held at the end of the meeting, Datuk Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2022, together with the Reports of the Directors and Auditors thereon, were, in accordance with the Companies Act 2016, received.

7. ORDINARY RESOLUTION 1 PAYMENT OF DIRECTOR'S FEE OF RM35,000.00 FOR DATO' TAN YEE BOON FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Chairman proceeded to the second item on the Agenda, which was to approve the payment of Directors' fee of RM35,000.00 for Dato' Tan Yee Boon for the financial year ended 31 December 2022. Chairman passed the chair to Mr Law Sang Thiam to chair the meeting for Ordinary Resolution 1.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors' fee of RM35,000.00 for Dato' Tan Yee Boon for the financial year ended 31 December 2022 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 1 on the payment of Directors' fee of RM35,000.00 for Dato' Tan Yee Boon for the financial

year ended 31 December 2022 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda. Mr Law Sang Thiam passed the chair back to Chairman.

**8. ORDINARY RESOLUTION 2
PAYMENT OF DIRECTOR'S FEE OF RM21,000.00 FOR MR LAW SANG THIAM FOR THE
FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM21,000.00 for Mr Law Sang Thiam for the financial year ended 31 December 2022.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' fee of RM21,000.00 for Mr Law Sang Thiam for the financial year ended 31 December 2022 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 2 on the payment of Directors' fee of RM21,000.00 for Mr Law Sang Thiam for the financial year ended 31 December 2022 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**9. ORDINARY RESOLUTION 3
PAYMENT OF DIRECTOR'S FEE OF RM21,000.00 FOR MS ANG CHYE KIAN FOR THE
FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM21,000.00 for Ms Ang Chye Kian for the financial year ended 31 December 2022.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' fee of RM21,000.00 for Ms Ang Chye Kian for the financial year ended 31 December 2022 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 3 on the payment of Directors' fee of RM21,000.00 for Ms Ang Chye Kian for the financial year ended 31 December 2022 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**10. ORDINARY RESOLUTION 4
PAYMENT OF DIRECTOR'S FEE OF RM21,000.00 FOR MS ANDREA HUONG JIA MEI
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM21,000.00 for Ms Andrea Huong Jia Mei for the financial year ended 31 December 2022.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' fee of RM21,000.00 for Ms Andrea Huong Jia Mei for the financial year ended 31 December 2022 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 4 on the payment of Directors' fee of RM21,000.00 for Ms Andrea Huong Jia Mei for the financial year ended 31 December 2022 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

11. ORDINARY RESOLUTION 5
PAYMENT OF DIRECTOR'S FEE OF RM5,000.00 PER MONTH FOR DATO' TAN YEE BOON FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE DATE OF NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2024

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM5,000.00 per month for Dato' Tan Yee Boon for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024. Chairman passed the chair to Mr Law Sang Thiam to chair the meeting for Ordinary Resolution 5.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' fee of RM5,000.00 per month for Dato' Tan Yee Boon for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 5 on the payment of Directors' fee of RM5,000.00 per month for Dato' Tan Yee Boon for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda. Mr Law Sang Thiam passed the chair back to Chairman.

12. ORDINARY RESOLUTION 6
PAYMENT OF DIRECTOR'S FEE OF RM3,000.00 PER MONTH FOR MR LAW SANG THIAM FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE DATE OF NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2024

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM3,000.00 per month for Mr Law Sang Thiam for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' fee of RM3,000.00 per month for Mr Law Sang Thiam for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 6 on the payment of Directors' fee of RM3,000.00 per month for Mr Law Sang Thiam for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

13. ORDINARY RESOLUTION 7
PAYMENT OF DIRECTOR'S FEE OF RM3,000.00 PER MONTH FOR MS ANG CHYE KIAN FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE DATE OF NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2024

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors' fee of RM3,000.00 per month for Ms Ang Chye Kian for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors’ fee of RM3,000.00 per month for Ms Ang Chye Kian for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 7 on the payment of Directors’ fee of RM3,000.00 per month for Ms Ang Chye Kian for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**14. ORDINARY RESOLUTION 8
PAYMENT OF DIRECTOR’S FEE OF RM3,000.00 PER MONTH FOR MS ANDREA HUONG JIA MEI FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE DATE OF NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2024**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors’ fee of RM3,000.00 per month for Ms Andrea Huong Jia Mei for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors’ fee of RM3,000.00 per month for Ms Andrea Huong Jia Mei for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 8 on the payment of Directors’ fee of RM3,000.00 per month for Ms Andrea Huong Jia Mei for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**15. ORDINARY RESOLUTION 9
PAYMENT OF DIRECTORS’ BENEFITS OF RM56,725.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors’ benefits of RM56,725.00 for the financial year ended 31 December 2022.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors’ benefits of RM56,725.00 for the financial year ended 31 December 2022 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 9 on the payment of Directors’ benefits of RM56,725.00 for the financial year ended 31 December 2022 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**16. ORDINARY RESOLUTION 10
PAYMENT OF DIRECTORS’ BENEFITS UP TO AN AMOUNT OF RM108,094.00 FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE DATE OF NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2024**

Chairman proceeded to the next item on the Agenda, which was to approve the payment of Directors’ benefits up to an amount of RM108,094.00 for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors’ benefits up to an amount of RM108,094.00 for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 10 on the payment of Directors’ benefits up to an amount of RM108,094.00 for the period from 1 January 2023 until the date of next Annual General Meeting of the Company to be held in 2024 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**17. ORDINARY RESOLUTION 11
RE-ELECTION OF MR PAN KUM WAN WHO RETIRES BY ROTATION PURSUANT TO
CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

Chairman proceeded to the next item on the Agenda, which was on the re-election of Mr Pan Kum Wan who retires pursuant to Clause 76(3) of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Mr Pan Kum Wan retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 11 on the re-election of Mr Pan Kum Wan would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**18. ORDINARY RESOLUTION 12
RE-ELECTION OF MR LAW SANG THIAM WHO RETIRES BY ROTATION PURSUANT
TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

Chairman proceeded to the next item on the Agenda, which was on the re-election of Mr Law Sang Thiam who retires pursuant to Clause 76(3) of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Mr Law Sang Thiam retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 12 on the re-election of Mr Law Sang Thiam would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**19. ORDINARY RESOLUTION 13
RE-APPOINTMENT OF CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY FOR
THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 AND AUTHORISING THE
DIRECTORS TO FIX THEIR REMUNERATION**

Chairman proceeded to the next item on the Agenda, which was on the re-appointment of Auditors of the Company for the financial year ending 31 December 2023 and authorising the Directors to fix their remuneration. The Company’s Auditors, Crowe Malaysia PLT, had indicated their willingness to continue in office.

The following motion was put to the meeting for consideration.

“THAT Crowe Malaysia PLT be hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2023 and to hold office until the next Annual General Meeting, at a remuneration to be agreed upon with the Directors of the Company be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 13 on the re-appointment of Auditors would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**20. SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016**

Chairman proceeded to the next item on the Agenda on the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016, which was the only Special Resolution at this Annual General Meeting.

The proposed Special Resolution, if passed, will allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

The following motion was put to the meeting for consideration.

“THAT pursuant to Section 85 of the Companies Act 2016 (“the Act”) read together with Clause 12(3) of the Constitution of the Company and subject to passing Ordinary Resolution 14 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

Since the Q&A session and the polling in respect of the above proposed Special Resolution on the waiver of pre-emptive rights would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**21. ORDINARY RESOLUTION 14
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Chairman proceeded to the next item on the Agenda, which was on the authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016, the proposed Ordinary Resolution 14, if passed, would renew the mandate granted to the Directors at the 1st AGM held on 3 June 2022 and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the

Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.

The following motion was put to the meeting for consideration.

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 (“the Act”) and subject always to the Act, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 14 on the authority to issue and allot shares would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

22. ANY OTHER BUSINESS

Chairman informed the meeting that the Company had not received any notice to deal with any other business, for which due notice was required to be given pursuant to the Companies Act 2016. Chairman then proceeded to the Q&A session.

23. Q&A SESSION

There was no question raised during the Q&A session.

24. POLLING & DECLARATION OF POLLING RESULTS

The meeting proceeded to vote on Ordinary Resolutions 1 to 14 and the Special Resolution by poll. Chairman adjourned the meeting at 10.23 a.m. for the votes to be counted and verified.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer, Chairman resumed the meeting at 11.20 a.m. for the declaration of the results of the poll as follows:

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	167,246,500	99.9815	31,000	0.0185	167,277,500	100.0000
Ordinary Resolution 2	167,246,500	99.9815	31,000	0.0185	167,277,500	100.0000
Ordinary Resolution 3	167,346,500	99.9815	31,000	0.0185	167,377,500	100.0000
Ordinary Resolution 4	167,446,500	99.9815	31,000	0.0185	167,477,500	100.0000
Ordinary Resolution 5	167,246,500	99.9815	31,000	0.0185	167,277,500	100.0000

ECOSCIENCE INTERNATIONAL BERHAD (202001024633) (1380953-M)
MINUTES OF THE SECOND ANNUAL GENERAL MEETING HELD ON 26 MAY 2023

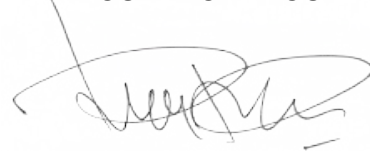
Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 6	167,246,500	99.9815	31,000	0.0185	167,277,500	100.0000
Ordinary Resolution 7	167,346,500	99.9815	31,000	0.0185	167,377,500	100.0000
Ordinary Resolution 8	167,446,500	99.9815	31,000	0.0185	167,477,500	100.0000
Ordinary Resolution 9	167,446,500	99.9815	31,000	0.0185	167,477,500	100.0000
Ordinary Resolution 10	167,446,500	99.9815	31,000	0.0185	167,477,500	100.0000
Ordinary Resolution 11	167,474,500	99.9982	3,000	0.0018	167,477,500	100.0000
Ordinary Resolution 12	167,474,500	99.9982	3,000	0.0018	167,477,500	100.0000
Ordinary Resolution 13	167,475,500	99.9988	2,000	0.0012	167,477,500	100.0000
Special Resolution	167,469,500	99.9952	8,000	0.0048	167,477,500	100.0000
Ordinary Resolution 14	167,466,500	99.9934	11,000	0.0066	167,477,500	100.0000

Based on the above poll results, Chairman declared that Ordinary Resolutions 1 to 14 and the Special Resolution tabled at this Annual General Meeting carried.

25. CLOSURE

Chairman thanked the shareholders/proxies present and closed the meeting at 11.21 a.m.

**READ AND CONFIRMED AS
A CORRECT RECORD**



CHAIRMAN

Date: 4 July 2023